

RECORDATION NO. 26271 FILED

MAR 30 '06 3-57 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D.C.

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

March 30, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of March 27, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street
Chicago, Illinois 60601

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha Nebraska 68179-1580

Mr. Vernon A. Williams
March 30, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

293 gravity hopper cars within the series RVPR 1000 - RVPR 1499 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MAR 30 '06

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, General Electric Railcar Services Corporation, a Delaware corporation ("Lessor"), as lessor, has leased to Union Pacific Railroad Company, a Utah corporation ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means that certain Rider No. 77 to Car Lease Agreement No. 8812-83-00, dated November 23, 2005, between Lessor, as lessor, and Lessee, as lessee (executed on behalf of Lessee on November 30, 2005 and on behalf of Lessor on December 12, 2005), which incorporates by reference that certain Car Leasing Agreement No. 8812-83, dated as of October 14, 1986, between Lessor, as lessor, and Lessee, as lessee.

2. The addresses of the parties are as follows:

General Electric Railcar Services Corporation (Lessor)
161 North Clark Street
Chicago, IL 60601

Union Pacific Railroad Company (Lessee)
1400 Douglas
Omaha, NE 68179

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed
as of March 27, 2006.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: James N. Muday
Name: James N. Muday
Title: Vice President

State of ILLINOIS
County of COOK

On March 27, 2006, before me personally appeared James N. Muday, to me personally known,
who being by me duly sworn says that he is Vice Preident of General Electric Railcar Services
Corporation and that, as such officer, being duly authorized to do so, he executed the foregoing
instrument on behalf of said corporation.

Jeanne A. Nelson
Notary Public, Jeanne A. Nelson
My commission expires: February 20, 2010

[NOTARIAL SEAL]



Description of Railcars

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR</u> <u>Reporting Mark</u> |
|-------------------|--------------------------------|-------------------------------------|
| 1 | Union Pacific Railroad Company | RVPR 1000 |
| 2 | Union Pacific Railroad Company | RVPR 1002 |
| 3 | Union Pacific Railroad Company | RVPR 1007 |
| 4 | Union Pacific Railroad Company | RVPR 1008 |
| 5 | Union Pacific Railroad Company | RVPR 1010 |
| 6 | Union Pacific Railroad Company | RVPR 1011 |
| 7 | Union Pacific Railroad Company | RVPR 1012 |
| 8 | Union Pacific Railroad Company | RVPR 1013 |
| 9 | Union Pacific Railroad Company | RVPR 1014 |
| 10 | Union Pacific Railroad Company | RVPR 1016 |
| 11 | Union Pacific Railroad Company | RVPR 1017 |
| 12 | Union Pacific Railroad Company | RVPR 1019 |
| 13 | Union Pacific Railroad Company | RVPR 1020 |
| 14 | Union Pacific Railroad Company | RVPR 1021 |
| 15 | Union Pacific Railroad Company | RVPR 1023 |
| 16 | Union Pacific Railroad Company | RVPR 1024 |
| 17 | Union Pacific Railroad Company | RVPR 1025 |
| 18 | Union Pacific Railroad Company | RVPR 1026 |
| 19 | Union Pacific Railroad Company | RVPR 1027 |
| 20 | Union Pacific Railroad Company | RVPR 1030 |
| 21 | Union Pacific Railroad Company | RVPR 1032 |
| 22 | Union Pacific Railroad Company | RVPR 1033 |
| 23 | Union Pacific Railroad Company | RVPR 1034 |
| 24 | Union Pacific Railroad Company | RVPR 1035 |
| 25 | Union Pacific Railroad Company | RVPR 1036 |
| 26 | Union Pacific Railroad Company | RVPR 1037 |
| 27 | Union Pacific Railroad Company | RVPR 1038 |
| 28 | Union Pacific Railroad Company | RVPR 1039 |
| 29 | Union Pacific Railroad Company | RVPR 1040 |
| 30 | Union Pacific Railroad Company | RVPR 1041 |
| 31 | Union Pacific Railroad Company | RVPR 1044 |
| 32 | Union Pacific Railroad Company | RVPR 1052 |
| 33 | Union Pacific Railroad Company | RVPR 1053 |
| 34 | Union Pacific Railroad Company | RVPR 1055 |
| 35 | Union Pacific Railroad Company | RVPR 1057 |
| 36 | Union Pacific Railroad Company | RVPR 1058 |
| 37 | Union Pacific Railroad Company | RVPR 1059 |
| 38 | Union Pacific Railroad Company | RVPR 1060 |
| 39 | Union Pacific Railroad Company | RVPR 1063 |
| 40 | Union Pacific Railroad Company | RVPR 1064 |
| 41 | Union Pacific Railroad Company | RVPR 1065 |
| 42 | Union Pacific Railroad Company | RVPR 1073 |
| 43 | Union Pacific Railroad Company | RVPR 1074 |
| 44 | Union Pacific Railroad Company | RVPR 1075 |
| 45 | Union Pacific Railroad Company | RVPR 1076 |
| 46 | Union Pacific Railroad Company | RVPR 1078 |
| 47 | Union Pacific Railroad Company | RVPR 1079 |
| 48 | Union Pacific Railroad Company | RVPR 1080 |
| 49 | Union Pacific Railroad Company | RVPR 1081 |
| 50 | Union Pacific Railroad Company | RVPR 1082 |
| 51 | Union Pacific Railroad Company | RVPR 1083 |
| 52 | Union Pacific Railroad Company | RVPR 1085 |
| 53 | Union Pacific Railroad Company | RVPR 1086 |

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| 54 | Union Pacific Railroad Company | RVPR | 1087 |
| 55 | Union Pacific Railroad Company | RVPR | 1088 |
| 56 | Union Pacific Railroad Company | RVPR | 1089 |
| 57 | Union Pacific Railroad Company | RVPR | 1090 |
| 58 | Union Pacific Railroad Company | RVPR | 1094 |
| 59 | Union Pacific Railroad Company | RVPR | 1095 |
| 60 | Union Pacific Railroad Company | RVPR | 1096 |
| 61 | Union Pacific Railroad Company | RVPR | 1097 |
| 62 | Union Pacific Railroad Company | RVPR | 1098 |
| 63 | Union Pacific Railroad Company | RVPR | 1099 |
| 64 | Union Pacific Railroad Company | RVPR | 1100 |
| 65 | Union Pacific Railroad Company | RVPR | 1101 |
| 66 | Union Pacific Railroad Company | RVPR | 1106 |
| 67 | Union Pacific Railroad Company | RVPR | 1108 |
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| 70 | Union Pacific Railroad Company | RVPR | 1114 |
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| 72 | Union Pacific Railroad Company | RVPR | 1118 |
| 73 | Union Pacific Railroad Company | RVPR | 1119 |
| 74 | Union Pacific Railroad Company | RVPR | 1120 |
| 75 | Union Pacific Railroad Company | RVPR | 1124 |
| 76 | Union Pacific Railroad Company | RVPR | 1125 |
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| 79 | Union Pacific Railroad Company | RVPR | 1130 |
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| 103 | Union Pacific Railroad Company | RVPR | 1200 |
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| 108 | Union Pacific Railroad Company | RVPR | 1214 |
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| 293 | Union Pacific Railroad Company | RVPR | 1499 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/30/06



Robert W. Alvord